

**RURAL HEALTH COLLABORATIVE**  
**BYLAWS**

1. **NAME/ESTABLISHMENT:** The name of this organization is the Rural Health Collaborative Pilot (the “Collaborative”). The Collaborative is established pursuant to Md. Code Ann., Health-Gen. §§ 2-901 *et seq.*
  
2. **EXECUTIVE COMMITTEE:**
  - A. Executive Committee: There shall be a Collaborative Executive Committee pursuant to Health-Gen. § 2-904. Membership of the Executive Committee shall be governed by Section 3 of these bylaws.
  
3. **MEMBERSHIP OF THE COLLABORATIVE:**
  - A. Membership: There are seven positions on the Collaborative that are ex-officio. The remaining Collaborative members shall be appointed by the Secretary of the Maryland Department of Health (the “Secretary.”)
  
  - B. Terms: The seven ex-officio positions of the Collaborative are not subject to term limits. The remaining positions are subject to term limits. For those Collaborative members with term limits, the terms shall be as follows:
    - 1) All Collaborative members shall serve four-year terms.
  
    - 2) At the end of a term, a Collaborative member shall continue to serve until a successor is appointed and qualifies.
  
    - 3) A Collaborative member who is appointed after a term has begun serves only for the rest of that term and until a successor is appointed and qualifies.
  
    - 4) A Collaborative member may not serve more than two consecutive full terms.
  
    - 5) Initial terms for those appointed in 2018 will be staggered so each year 1/4 of the terms expire. The Collaborative will recommend to the Secretary a process for staggering terms.
  
  - C. Nominations: At the last meeting of the calendar year beginning in 2019 and every year thereafter, the Collaborative members will nominate individuals to fill any open position of the Collaborative, or any position slated to be vacant by an expiring term. The Collaborative shall recommend these nominations to the Executive Committee, and the Executive Committee shall submit the final nominations to the Secretary for consideration.
  
  - D. Vacancies: If a vacancy occurs, the Collaborative shall promptly recommend to the Executive Committee a successor. The Executive Committee shall submit the final recommendation of a successor to the Secretary for consideration.

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- E. Failure to attend meetings: A non-ex officio Collaborative member who fails to attend at least 50 percent of the meetings of the Collaborative during any consecutive 12-month period shall be considered to have resigned. Not later than the 15<sup>th</sup> of the month following the end of the 12-month period the President or Executive Director of the Collaborative shall forward to the Secretary (1) the name of the individual considered to have resigned; and (2) a statement describing the individual's attendance during the period for the Secretary's consideration of removal of that member.
- F. Resignation: A Collaborative member may resign from membership by providing a written resignation to the Secretary.
- G. Removal: The Collaborative may recommend to the Secretary that a non-ex officio Collaborative member be removed for incompetence, misconduct, criminal activity, failure to attend at least 50 percent of meetings during any consecutive 12-month period, or other good cause.

**4. MEETINGS:**

- A. Open Meetings Act: All meetings of the Collaborative and Executive Committee shall be conducted in conformance with the Maryland Open Meetings Act, Md. Code Ann., Gen. Prov. §§ 3-301 *et seq.*
- B. Collaborative Meetings: Meetings of the Collaborative shall be held at least quarterly and may be called more often by the President.
- C. Executive Committee Meetings: Meetings of the Executive Committee shall be held at least monthly and may be called more often by the President. If deemed necessary by the President, meetings may be by telephone conference or webinar.
- D. Special Meetings: Special Meetings of the Executive Committee or Collaborative may be held when called by the President. Business transacted at Special Meetings shall be confined to the purpose(s) of the meeting stated in the notice of the meeting.
- E. Notice of Meetings: Notice of meetings shall be in conformance with the Open Meetings Act notice requirements outlined in Gen. Prov. § 3-302.
- F. Voting: Each Collaborative member shall have one vote. There shall be no proxy voting. Decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum.
- G. Quorum: A majority of the total number of appointed Executive Committee members of the Collaborative shall constitute a quorum at Executive Committee meetings. A majority of the total number of appointed Collaborative members shall constitute a quorum at Collaborative meetings.
- H. Remote Participation: Executive Committee members may participate in Executive

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Committee meetings and vote on matters discussed therein by means of a conferencing telephone, video conference, or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time.

**5. OFFICERS:**

- A. Officer Positions: The Officers of the Collaborative and Executive Committee shall consist of President, Vice-President, Secretary, and Treasurer, and any other Officer position duly created and approved by the Collaborative. The Executive Committee may elect to combine the Secretary and Treasurer positions. All Officers shall be members of the Executive Committee.
- B. Elections: The Officers shall be elected annually by the members of the Executive Committee immediately following the first Collaborative meeting of each calendar year. The first election of Officers shall occur immediately following the December 2018 Collaborative meeting and shall serve as the annual election for calendar year 2019.
- C. Term: Officers shall take office on the first day of the month following their election. Officers elected at the first election shall take office immediately following their election. Officers shall serve a term of one year, and until a successor is duly elected, unless the Officer resigns or is removed.
- D. Vacancies: If there is a vacancy in an Officer position, the members of the Executive Committee shall hold a special election to elect an Officer of the vacant position to complete the term of his/her predecessor.
- E. Removal: An Officer may be removed, with cause, as determined by a two-thirds vote of the Executive Committee members.
- F. Resignation: An Officer may resign by submitting a written resignation to the President or to the Executive Director.
- G. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Executive Committee and as follows:
  - 1) The President shall preside at and conduct all meetings of the Collaborative and Executive Committee. The President may sign all contracts and agreements in the name of the Collaborative after the Collaborative has approved them and after all necessary approvals have been obtained and serve as the representative of the Collaborative in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the Collaborative, or that are assigned by the Collaborative.
  - 2) The Vice-President shall perform the duties of the President if the President is absent or incapacitated, perform such other tasks as may be assigned by the

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Collaborative and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall serve as President until the next scheduled election.

- 3) The Secretary shall keep minutes of all meetings of the Collaborative and Executive Committee and maintain a minutes book, work with the Executive Director to make available copies of the minutes of the previous meeting and distribute them to members in advance of each meeting, cause to be posted promptly to the public all approved minutes, cause to be posted all notices and agendas of meetings to the public, maintain a current listing, with phone numbers and addresses (including mail and email) of the Collaborative members, and maintain a current Collaborative membership roster and make such roster available at all meetings.
  
- 4) The Treasurer in accordance with state law and the rules of the Department of Budget and Management, shall oversee the deposit of funds of the Collaborative into the proper account(s) of the Collaborative, record all receipts and disbursements from such account(s), prepare the books and records of the finances of the Collaborative, and prepare the financial reports of the accounts.

Other Officers holding positions created and approved by the Executive Committee shall perform such duties as may be specified by the Executive Committee.

6. **COMPENSATION:** Collaborative Members are entitled to reimbursement for expenses under the Standard State Travel Regulations pursuant to Code of Maryland Regulations 23.02.01.01 *et seq.*
  
7. **AMENDMENTS:** These Bylaws may be amended by a two-thirds vote of the members of the Collaborative present at any meeting at which there is a quorum provided that the proposed amendment(s) has (have) been submitted to the Collaborative in writing with written notice of the meeting to consider the proposed amendment(s) at least ten (10) calendar days prior to the meeting date.

Adopted by the Collaborative this \_\_\_\_ day of \_\_\_\_\_, 2018.

I, the undersigned, being President of the Collaborative, hereby certify that the above is a true, complete and accurate copy of the bylaws adopted by the Collaborative members on the above date.

\_\_\_\_\_  
The Rural Health Collaborative,  
President

\_\_\_\_\_  
Date